

November 10, 2010

VIA ECFS

Marlene Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: MB Docket 10-71: Supplement to Notification of Ex Parte Communication

Dear Ms. Dortch:

On November 8, 2010, we filed through the Commission's ECFS system an electronic notice of an *ex parte* communication by this office on behalf of Massillon Cable TV, WaveDivision Holdings, LLC, NPG Cable Inc., the Comporium Group and Harron Communications, LP and had meant to attach to our notice a copy of that communication. Apparently the intended copy was not attached, and so we respectfully submit this supplement for that purpose.

We regret any inconvenience this may have caused.

Respectfully submitted,



Mark J. Palchick

*Counsel to Massillon Cable TV, WaveDivision
Holdings, LLC, NPG Cable Inc., the Comporium
Group and Harron Communications, LP*

Attachment: November 8, 2010 letter to Senator Kerry and Chairman Genachowski



November 8, 2010

VIA ECFS

Marlene Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: MB Docket 10-71: Notification of Ex Parte Communication

Dear Ms. Dortch:

Pursuant to §1.1206(b)(1) of the Commission's rules, I hereby submit this notice of an *ex parte* communication by this office on behalf of Massillon Cable TV, WaveDivision Holdings, LLC, NPG Cable Inc., the Comporium Group and Harron Communications, LP and attach two copies of that communication for inclusion in the public record.

On November 8, 2010, I sent the attached letter to Senator John F. Kerry and FCC Chairman Julius Genachowski on behalf of the above five companies. As indicated at the end of the letter, copies were also sent to Michael Daum in Senator Cantwell's office, Jeff Murray in Senator DeMint's office, Clint Odom in Senator Nelson's office, Caroline McLean in Senator Isakson's office, Tim Molin in Senator Klobuchar's office, Kate Geldaker and Meghan Foster in Senator Begich's office, Rick Kaplan and Mary Beth Richards in Chairman Genachowski's office, the offices of FCC Commissioners Michael J. Copps, Robert M. McDowell, Mignon Clyburn and Meredith Atwell Baker, and William T. Lake, Chief of the FCC Media Bureau.

The purpose of the letter is to contend that, contrary to a October 19, 2010 letter that Chairman Genachowski had sent to Senator Kerry, the FCC already has requisite authority to address perceived problems with the operation of the FCC's retransmission consent system and to urge that the FCC implement several specific remedial measures.

Respectfully submitted,

Mark J. Palchick

Counsel to Massillon Cable TV, WaveDivision Holdings, LLC, NPG Cable Inc., the Comporium Group and Harron Communications, LP

November 8, 2010

Honorable John F. Kerry
Chairman
Subcommittee on Communications, Technology and the Internet
Committee of Commerce, Science and Transportation
United States Senate
218 Russell Senate Office Building
Washington, D.C. 20510

Honorable Julius Genachowski
Chairman
Federal Communications Commission
Washington, DC 20554

Dear Senator Kerry and Chairman Genachowski

This letter is written on behalf of Massillon Cable TV, WaveDivision Holdings, LLC, the Comporium Group, and Harron Communications, LP (collectively, the "Free Market Operators") with reference to the October 29, 2010 letter sent by Chairman Genachowski to Senator Kerry concerning the need to reform the current framework for negotiation of retransmission consent by broadcasters, cable companies and satellite operators.

In his October 29 letter, Chairman Genachowski asserted that: "Under the present system, the FCC has very few tools with which to protect consumers' interests in the retransmission consent process" and suggested that Congress would need to expand FCC authority in this area.

The Free Market Operators agree that Congressional action is required to redress the gross inequities of the current law. However, we also believe that there are strong positive steps that the Commission could take without a change in legislation that would greatly lessen the impact on consumers. In addition to the steps outlined by ATVA, we attach a copy of the Comments which the Free Market Operators filed on May 18, 2010 in FCC MB Docket No. 10-71, which suggested several practical and available remedies which the FCC can pursue without further authority. These include the following:

- Elimination of the network non-duplication and syndicated exclusivity rules – The current rules severely skew the operation of the marketplace during retransmission consent negotiations.

- Tier placement – Wireline multichannel video providers should be permitted to place for-pay broadcast channels on a non-mandatory tier and a broadcaster that will not provide a tiered retransmission consent rate would be deemed to be negotiating in bad faith.
- Local licensee responsibility – Enforcement of the existing statutory obligation that local licensees must be responsible for the operation of their station. This will enable local broadcast stations to make retransmission consent decision based on the public interest in the specific market.
- Most favored nation – Mandating a most favored nation provision in broadcast retransmission contracts that would require broadcasters to treat all multichannel video providers in a market similarly.

We respectfully submit that these considerations provide a readily-available, practical approach to fashioning a solution to the severe problems posed by the current retransmission consent system. We appreciate your consideration of these matters.

Sincerely,



Mark V. Palchick
On Behalf of the Free Market Operators

Enclosure

cc: Michael Daum
Jeff Murray
Clinto Odom
Caroline McLean
Tim Molin
Kate Geldaker
Meghan Foster
Rick Kaplan
Mary Beth Richards
Bill Lake

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

Petition for Rulemaking to Amend
the Commission's Rules Governing
Retransmission Consent

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MB Docket No. 10-71

COMMENTS OF FREE MARKET OPERATORS

Womble Carlyle Sandridge and Rice, PLLC respectfully submits the comments of Massillon Cable TV ("Massillon"), WaveDivision Holdings, LLC ("Wave"), NPG Cable Inc. ("NPG"), the Comporium Group ("Comporium"), and Harron Communications, LP ("Harron") (each a "Company" and collectively the "Companies") in the referenced matter.¹

The Companies applaud the March 9, 2010 Petition filed by Time Warner Cable, Inc. and 13 other parties (the "Petition"). The diversity of the Petitioners speaks volumes as to the dysfunctional nature of the current retransmission consent system. The Petition paints a clear picture that, whatever the perceived benefits of the retransmission consent rules may have been originally, these benefits no longer exist. The remedies proposed in the Petition, however, are not adequate to protect multichannel video providers like the Companies.

Each of the Companies is a mid-sized privately-owned operator of cable television systems. Each Company is devoted to providing high-quality reasonably-priced programming to its subscribers. As described herein, the current retransmission consent regime has prevented each of the Companies from properly serving their subscribers.

Overview

The Petition makes an unequivocal case for the need to reform the retransmission consent regime. The Companies believe that retransmission consent can work if, and only if, it operates in a free market. The problem, as definitively demonstrated in the Petition, and in the Companies' own experience, is that the market for retransmission consent is not a free market. Under the current rules, by government fiat and government inaction, broadcasters are given a monopoly to an essential facility. This has allowed many local television stations to extract monopoly rents from distribution media that distribute their broadcast signals to close to 90% of the broadcasters' viewers.

The primary solution advanced by the Petition is compulsory arbitration, coupled with mandatory interim carriage during the pendency of negotiations or dispute resolution. Even so,

¹ A description of each Company is provided in Appendix A. A list of their cable systems and their carriage complements is provided in Appendix B.

the Petition notes the need for "streamlined procedures for smaller MVPDs that lack the resources to support an arbitration or similar proceeding." (Petition at 32-3.) Based on their experience, the Companies agree that arbitration is not a feasible solution for MVPDs of comparable size. In order to extend the benefits of the modifications of the retransmission consent rules advocated by the Petitioners to MVPDs of modest size such as the Companies -- that is, the very MVPDs on which so many Americans depend for their news and information -- the Companies propose the following further steps:

- a. The network nonduplication and syndicated exclusivity rules should be eliminated.
- b. The Commission should (i) enforce the statutory obligation that licensees must be responsible for the operation of their stations and (ii) restrict network limitations on the stations' control over the distribution of their signals.
- c. Carriage of television broadcast signals should not be limited to a single tier of programming. MVPDs should be permitted to segregate the carriage of broadcast stations covered under retransmission consent agreements that impose a per-subscriber charge from television broadcast stations that do not charge a fee for carriage. Where stations impose a per-subscriber charge for carriage, the cable operator should be permitted to disclose that specific charge on customers' statements.
- d. MVPDs should have the option of allowing customers not to take "for-fee retransmission consent stations."

After discussing the Companies' reservations over the efficacy of arbitration, each of these further remedies is documented below, with specific reference to the Companies' experiences.

Arbitration is Not a Feasible Solution for Small and Medium MVPDs

Massillon has had first-hand experience with the "baseball" type of arbitration suggested in the Petition (*i.e.*, in which each party submits its final offer, between which the arbitrator must choose). Massillon -- a privately-held, family-run cable television company that operates systems in Massillon and Wooster Ohio with a total of 44,000 video subscribers -- elected to arbitrate a dispute with Fox over the pricing of "must-have" regional sports programming that Fox distributes. Although Massillon ultimately was able to obtain a satisfactory decision from the arbitrator, the cost of the arbitration and the time and effort involved in the arbitration were prohibitive and thus make it an inadequate remedy for most cable operators.

Any arbitration will require a determination of the market value of the broadcast signal in question. There are a number of ways to establish a market value for a broadcast signal. However, all these market evaluations require dueling expert testimony. It can be fully expected that any such evaluation will be hotly contested, including contentious procedural disputes. In Massillon's arbitration against Fox, it spent close to one million dollars for legal services and expert testimony, and that was merely to determine the fair market value for a single premium sports channel, without regard to many of the complex market factors that would be needed to assess value in a typical retransmission consent situation. Thus, even the extraordinary amount

that Massillon was compelled to expend is likely to be much less than an operator would need to commit to launch a retransmission consent arbitration with a single broadcast TV station. This difficulty is compounded by the large number of broadcast TV stations in every market. Very few cable operators or multiple system operators can afford millions of dollars for arbitration.

Moreover, arbitration is not swift. Massillon submitted its notice of arbitration in September 2006. An arbitrator's decision was not rendered until a year later. Following the issuance of the arbitrator's decision, Fox filed for *de novo* review by the FCC. Fox's petition for *de novo* review is still pending. It has now been 3 ½ years since the dispute between Massillon and Fox arose, and there is still no final decision.

Appendix B lists the stations carried by each of the Companies' cable systems. The vast majority are carried as the result of retransmission consent negotiations, rather than must-carry elections. The commitment of resources required to engage in these negotiations every three years is daunting enough. The prospect of consuming the hundreds of hours of management-level time that even a single arbitration would require is so unworkable as to foreclose arbitration as a practical remedy for any cable operator in the Companies' position.

Clearly, arbitration cannot suffice to resolve issues of crucial and immediate importance to consumers.

The Network Nonduplication and Syndicated Exclusivity Rules Should be Eliminated

Both the network nonduplication rules and the syndicated exclusivity rules were adopted long before cable television was regulated under the Communications Act. There is no statutory obligation to provide broadcast stations with this monopoly over an essential facility. These rules have outlived their useful life and should be eliminated.

Many cable television operators are in metropolitan areas with more than one outlet for network television. In those markets, if it were not for the network nonduplication and syndicated exclusivity rules, the operators could have open negotiations with each network affiliate. However, sections 76.92 and 76.101 of the Commission's rules allow television broadcast stations to preclude the carriage of network and syndicated programming from even slightly more distant stations. The Petition has shown that the reasons behind the network nonduplication and syndicated exclusivity rules are no longer valid. The network nonduplication and syndicated exclusivity rules have morphed from rules which protected broadcast stations in a non-competitive marketplace to rules which guarantee local broadcast affiliates a monopoly on television broadcast network content. The balance of competition has now shifted so radically that it is time to eliminate these rules.

The network nonduplication rules should also be eliminated because they do not reflect today's market. The networks today make their programming available over the air, on Hulu, over their own proprietary websites, and through video-on-demand offerings. As a result, network programming is now ubiquitous. It is hard to conceive of a marketplace rationale that can be used to continue to allow television broadcast stations to require cable systems to black out programming which is readily available over-the-air and from non-broadcast sources.

The Companies' own experiences amply bear this out. NPG is a privately-held family-run cable television company with 90,000 video subscribers in the St. Joseph, Kansas City, Phoenix, Los Angeles and Reno television markets. Its experiences exemplify the modern problems with continued enforcement of the nonduplication protection and syndicated exclusivity rules.

The CW station in Reno enforced network nonduplication so that NPG had to carry its signal on its Mammoth Lakes system. Although Mammoth Lakes lies 40 miles within California, and is approximately 140 miles from Reno (and over three hours away through the mountains), it is part of the Reno DMA. As a result, NPG is unable to carry the California signals in Mammoth Lakes even though most of the residents and visitors come from the west coast of California and desire California programming rather than Reno, Nevada programming. In addition, KTLA (CW), Los Angeles, CA, is blacked out most of the time for CW content due to the Reno CW affiliate's nonduplication rights – even though the Reno CW station can't deliver a signal to Mammoth Lakes without satellite transport. Due to the distance and intervening terrain, NPG could only receive the Reno station's signal via the Dish network. Thus, in addition to retransmission fees to the Reno CW station, NPG must also pay Dish network a per sub monthly transport fee to deliver the Reno signals to its headend. NPG also is unable to add local competing network affiliates because of restrictions in the network affiliation agreement. Thus, NPG has been unable to carry stations from markets that customers prefer because of network nonduplication, syndicated exclusivity, or corporate parent restrictions.

The Reno situation is not unique. Most of NPG's markets sit between two major cities. In some cases, these systems are closer to the non-DMA market or the consumer base is more interested in the non-DMA programming. The desires of local viewers (that is, the marketplace) should determine which stations are carried in a system that is, for example, two hours from Las Vegas and three hours from Phoenix. Yet, NPG is not able to deliver the television stations desired by its subscribers because of the network nonduplication and syndicated exclusivity rules, and restrictions in the network affiliation agreements. With no less than three providers of broadcast content in every market today, NPG has found that broadcasters know that competitive threats outweigh the decision to drop a broadcast network. This, along with the fact that NPG is such a small piece of each DMA, gives NPG no leverage whatever to engage in meaningful negotiations.

Massillon has suffered similar problems. Massillon used to carry Wheeling, Steubenville and Youngstown stations that are in markets adjacent to the systems it operates in Massillon and Wooster, Ohio. However, it had to drop these stations, in large part because of the local stations' exercising of their network nonduplication and syndicated exclusivity rights.

Comporium is a privately-held cable television company with approximately 54,000 residential subscribers. Although Comporium's systems and their subscribers are within the Charlotte, North Carolina DMA, they are physically located in York and Lancaster counties in South Carolina. Their subscribers have a great interest in South Carolina news, public affairs and sporting events. However, because of the network nonduplication rights of the Charlotte,

North Carolina stations, Comporium is precluded (with very limited exceptions) from providing its subscribers with any South Carolina stations.²

The FCC Must Enforce Local Stations' Control Over Distribution of Their Signals

Today, networks and group owners further restrict the ability of local television outlets to negotiate with local cable system operators. It is now commonplace for networks to restrict local affiliates from allowing carriage outside a limited service area even when the network nonduplication and syndicated exclusivity rules do not apply. Across the country, cable systems that previously were able to negotiate retransmission consent agreements with out-of-market network affiliates are now unable to negotiate with those licensees because of controls and limitations placed on the affiliates by the networks.

During the last round of retransmission consent negotiations, another limitation on the local affiliates' ability to operate their stations has arisen. Now, in many markets group owners are precluding the local affiliate from negotiating with the local cable operator and require instead that the cable operator negotiate with a consultant for the group owner or a corporate negotiator with no connection to the local market. In prior years the local broadcast affiliate and the local cable system operator were able to negotiate agreements that were beneficial to local viewers. These locally-negotiated agreements included joint news operations, joint advertising, and joint production of local programming. During the last round of negotiations, the group owners and third party consultants were not interested in agreements that benefit all parties including the local viewers; rather they seemed only interested in increasing the cost of viewing to consumers and the compensation to the group owner.

Section 310(d) of the Communications Act of 1934, as amended (the "Communications Act"), requires that a broadcast station licensee maintain control over its programming and station operations. Section 310(d) further prohibits the direct or indirect transfer of control of any station license to another entity except in cases where the Commission finds that "the public interest, convenience, and necessity will be served thereby." The Commission has interpreted Section 310(d), without ambiguity, as intended to preserve licensees' control over programming: "Affiliates, as the licensees of local television stations, must retain ultimate control over station programming, operations and other critical decisions with respect to their stations, and network affiliations must not undercut this basic control. Retention of this control by the Commission licensees is required by Section 310(d) of the Communications Act and the Commission's rules."³ As such, networks and consultants should not be permitted to dictate the programming and operational decisions of local television broadcast stations.

Lately the Commission has turned a blind eye to obligation of the local licensee to manage retransmission consent agreements imposed by both the networks and by group station

² WIS, the NBC affiliate in Columbia, South Carolina, is deemed significantly viewed in Lancaster County. WSPA, the CBS affiliate in Spartanburg, South Carolina, is deemed significantly viewed in York County. Comporium has the right under current law to carry WIS in Lancaster County and WSPA in York County, subject to its ability to negotiate applicable retransmission consent agreements and payment of applicable distant signal copyright fees.

³ See: *Network Affiliated Stations Alliance (NASA) Petition for Inquiry into Network Practices and Motion for Declaratory Ruling*, Declaratory Ruling, 23 FCC Rcd 13610, 13611 (2008).

owners. The Commission's failure to enforce the provisions of Section 310(d) has destroyed the ability of the local marketplace to determine the fair market value of the local broadcast affiliate. In some instances, it has even resulted in stations that do not serve the local public interest being substituted for stations that for years have programmed to meet the local public interest.

There cannot be free market negotiations for local retransmission consent so long as the Commission refuses to enforce Section 310(d) of the Communications Act. The Commission should clarify that any action by any party, other than the station licensee, to control a broadcast station's decision to negotiate or enter into a contract with a MVPD for program carriage is a statutory violation.

A corollary concern is that negotiation through distant headquarters staff or outside consultants encourages the use of tying arrangements that are often inconsistent with consumer needs and thus the public interest. Consider Massillon's experience in this regard. A large station group owns two stations in one market. The owner required Massillon to execute a retransmission consent agreement and pay monthly fees for a weak broadcast station as a condition of carrying a more highly-desired station. In addition, the owner was represented by a third-party consultant located in a distant city. Massillon was not permitted to contact either the local station manager or the owner's home office to discuss retransmission consent negotiations or local market needs. This forced tying arrangement by the owner's consultant resulted in valuable channel space being occupied by a station that does not serve the local service area. In a separate instance, Massillon was forced by another large group owner to negotiate with a station manager in Kansas City for carriage of the local, Cleveland, Ohio station. This was done specifically to remove local market concerns from the retransmission consent negotiations. It would seem that specifically excluding the local station management from retransmission consent negotiations would be an express abdication by the licensee of its obligation to serve the market where the station was located.

Wave and its subscribers have suffered from similar experiences. Wave provides service to over 136,000 video subscribers in the Seattle, Washington, Portland, Oregon, San Francisco, California, and Sacramento, California markets. Under the current regulatory environment, Wave has no negotiating parity. The broadcaster simply makes a demand for payment – however outrageous or unsupported by the market rate – and Wave has to negotiate from there. Even where a market rate has been established, broadcasters often make demands that are three or four times greater. For example, using its ability to bundle networks, one major programming network forced upon Wave additional carriage of one of its lowest-rated services and the launch of another low-rated service as consideration for the carriage of an affiliated station in San Francisco. The current regulatory environment significantly hinders Wave's ability to introduce any competition to the marketplace. Broadcasters essentially have been given a monopoly for their DMAs and are exploiting that status to extract supra-competitive payments. Even when a competing network affiliate is significantly viewed in a particular community, the network affiliation agreement prohibits carriage of the out-of-DMA station, thus thwarting any competition between broadcasters. Rather, a flagship broadcast station that also controls another station in the same DMA has forced Wave to carry the weaker network and pay a higher than warranted fee for that sibling station and has forced Wave to carry the programming of an affiliated cable service.

Separate Tiering of Per-Subscriber Charged Channels Should be Permitted

The Commission's original view that all broadcast stations should be carried on a single basic tier which must be purchased by all cable subscribers before they can purchase any additional tiers of programming was based primarily on Section 623(b)(7)(A) of the Communications Act. However, as the Commission noted in both its 1992 *Report and Order*⁴ and in paragraphs 101-103 of its 2001 *Digital Must Carry Order*, this determination was grounded solely on the rate regulation provisions of the Act.⁵ The Commission has already determined that systems subject to effective competition, and thereby free of local rate regulation, can carry a station's digital signal on a separate digital tier. Other than the rate regulation provision, the only requirement for the carriage of broadcast signals is that must-carry signals must be carried on the lowest basic tier available to all subscribers. As such, non-must-carry stations in effective competition markets have no statutory right to be on the basic tier.

As the Commission has found with regard to the carriage of digital signals, it should also find that retransmission consent signals that impose per-subscriber costs on the operators can be carried on a separate tier and that subscribers do not have to take the for-pay retransmission signals in order to purchase additional tiers. Once a broadcaster requires a cable operator to pay to distribute its local broadcast signal, the broadcaster should lose any public interest right to have its signal distributed to all local subscribers. The broadcaster, at that point, should get its wish and be treated like any other cable-distributed programming service. To be treated like any other cable distributed programming service means that a broadcaster would both (i) gain the right to negotiate a fair market value for its signal and (ii) lose the guaranteed right to be distributed to all subscribers.

There should also be parity with satellite providers. Satellite delivery systems have the right to create optional tiers of service that contain broadcast TV stations that require a per-subscriber monthly payment.⁶ In this regard, the Companies merely request the FCC to establish similar carriage obligations for both cable- and satellite-delivered broadcast signals.

⁴ *Implementation of Sections of the Cable Television Consumer Protection and Competition Act of 1992*, Report and Order and Further Notice of Proposed Rulemaking, 8 FCC Rcd 5631 at ¶169.

⁵ *Carriage of Digital Television Broadcast Signals Amendments to Part 76 of the Commission's Rules Implementation of the Satellite Home Viewer Improvement Act of 1999: Local Broadcast Signal Carriage Issues Application of Network Non-Duplication, Syndicated Exclusivity and Sports Blackout Rules to Satellite Retransmission of Broadcast Signals*, First Report and Order and Notice of Proposed Rulemaking, 16 FCC Rcd 2598, 2642-3 at ¶¶101-103 (2001).

⁶ *Implementation of the Satellite Home Viewer Improvement Act of 1999 Broadcast Signal Carriage Issues Retransmission Consent Issues*, Report and Order, 16 FCC Rcd 1918, 1960, ¶99 (2000) where the Commission held: "We do not believe that the statute requires satellite carriers to sell all local television stations as one package to subscribers. ... Congress did not intend to establish a basic service tier-type requirement for satellite carriers when it implemented Section 338. Nor did Congress explicitly prohibit the sale of local television station signals on an a la carte basis. Rather, Section 338's anti-discrimination language prohibits satellite carriers from implementing pricing schemes that effectively deter subscribers from purchasing some, but not all, local television station signals. Thus, we find that a satellite carrier must offer local television signals, as a package or a la carte, at comparable rates."

Conclusion

The elimination of the rules which give the local affiliates monopoly control over network programming and the enforcement of the obligation of local affiliates not to cede their control over station operations and programming will provide, for the first time, a free market for the retransmission of local network programming. However, a free market for the negotiation of retransmission consent is not enough. For there to truly be a free market, television broadcast stations that require a fee for retransmission should be treated no better than any satellite cable programmer and should lose all rights to be carried on the mandatory basic tier.

Respectfully Submitted,

Womble Carlyle Sandridge & Rice, PLLC

By Mark Palchick
Mark Palchick

Counsel to Free Market Operators:

Massillon Cable TV
WaveDivision Holdings, LLC
NPG Cable Inc.
The Comporium Group
Harron Communications

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May 18, 2010

APPENDIX A

COMPANY SUMMARIES

Massillon Cable TV (Massillon) is a privately-held, family-run cable television company that operates systems in Massillon and Wooster, Ohio. At 44,000 video subscribers, Massillon is either one of the smallest of the big companies or one of the largest of the small cable companies. Massillon's systems have been operating in the hyphenated Cleveland-Akron-Lorain Ohio television market since 1965.

WaveDivision Holdings, LLC (Wave) and all its subsidiaries and affiliates are privately held. On an aggregate basis (counting all subsidiaries and affiliates) Wave serves approximately 136,000 video subscribers (calculated as equivalent billing units). Wave provides service in the Seattle, WA, Portland, OR, San Francisco, CA, and Sacramento, CA markets.

Harron Communications, LP, is a privately-held, family-run business that provides video, voice and broadband internet services to mainly rural communities under the brand name MetroCast Communications. MetroCast Communications has been a cable television provider since 1998, and the Harron family has been in the cable television business since 1964. MetroCast Communications provides quality entertainment and information choices to approximately 200,000 residential and commercial customers over its advanced fiber optic networks in the States of Mississippi, Alabama, South Carolina, Virginia, Maryland, Pennsylvania, Connecticut, New Hampshire, and Maine. MetroCast Communications is committed to ensuring quality service with a variety of choices to meet the needs and interests of each and every customer. MetroCast Communications continues to introduce new technology and provide new advanced services, products and networks, thus increasing the value of its subscribers' home entertainment and information choices.

NPG Cable, Inc. ("NPG") is a privately-held family-run cable television company that traces its communications roots back to 1845. NPG serves 90,000 video subscribers in the St. Joseph, Kansas City, Phoenix, Los Angeles and Reno television markets. NPG offers a flat basic with no lifeline which varies from 50-60 channels.

The Comporium Group ("Comporium") is a privately-held cable television company with approximately 54,000 residential subscribers. Comporium provides service within the Charlotte, North Carolina DMA at: City of Rock Hill; City of Fort Mill; Tega Cay; City of York; Hickory Grove; Lake Wylie; River Hills, Sharon; City Of Lancaster; Fort Lawn; Heath Springs; and Kershaw South Carolina. Comporium also serves the unincorporated portions of York and Lancaster counties, and a very small area of the unincorporated portion of Chester county South Carolina.

APPENDIX B

CABLE SYSTEM/TV STATION INFORMATION

MASSILLON CABLE TV, INC.

| BASIC CABLE INFORMATION | | | | | | |
|-------------------------|---------------------|--|---|--------------|------------------|-----------------|
| Cable System | Total Basic Signals | Primary Broadcast Signals - does not include double counting HD and SD streams | Other Signals - includes multicast broadcast signals as well as local and satellite | Call Letters | Affiliation | City of License |
| Massillon OH | 41 | 12 | 29 | WBNX | CW | Cleveland |
| | | | | WDLI | IND | Canton |
| | | | | WDLI DT2 | Church Channel | Canton |
| | | | | WDLI DT3 | JCTV | Canton |
| | | | | WDLI DT4 | Enlace | Canton |
| | | | | WDLI DT5 | Smile of a Child | Canton |
| | | | | WEWS | ABC | Cleveland |
| | | | | WJW | FOX | Cleveland |
| | | | | WKYC | NBC | Cleveland |
| | | | | WKYC DT2 | Weather Scan | Cleveland |
| | | | | WNEO | PBS | Alliance |
| | | | | WNEO DT2 | Fusion | Alliance |
| | | | | WNEO DT3 | MHz Worldview | Alliance |
| | | | | WNEO DT4 | V-me | Alliance |
| | | | | WOIO | CBS | Shaker Heights |
| | | | | WOIO DT2 | Weather Now | Shaker Heights |
| | | | | WQHS | UNV | Cleveland |
| | | | | WRLM | IND | Canton |
| | | | | WUAB | MNTV | Cleveland |
| | | | | WUAB DT2 | This TV | Cleveland |
| | | | | WVIZ | PBS | Cleveland |
| | | | | WVIZ DT2 | Ohio Channel | Cleveland |
| | | | | WVIZ DT3 | PBS World | Cleveland |
| | | | | WVIZ DT4 | Create | Cleveland |
| | | | | WVPX | ION | Akron |
| Wooster OH | 42 | 13 | 29 | WBNX | CW | Cleveland |
| | | | | WDLI | IND | Canton |
| | | | | WDLI DT2 | Church Channel | Canton |
| | | | | WDLI DT3 | JCTV | Canton |
| | | | | WDLI DT4 | Enlace | Canton |
| | | | | WDLI DT5 | Smile of a Child | Canton |
| | | | | WEWS | ABC | Cleveland |
| | | | | WJW | FOX | Cleveland |
| | | | | WKYC | NBC | Cleveland |
| | | | | WKYC DT2 | Weather Scan | Cleveland |
| | | | | WMFD | IND | Mansfield |
| | | | | WNEO | PBS | Alliance |
| | | | | WNEO DT2 | Fusion | Alliance |
| | | | | WNEO DT3 | MHz Worldview | Alliance |
| | | | | WNEO DT4 | V-me | Alliance |
| | | | | WOIO | CBS | Shaker Heights |

| | | | | | |
|--|--|--|----------|--------------|----------------|
| | | | WOIO DT2 | Weather Now | Shaker Heights |
| | | | WQHS | UNV | Cleveland |
| | | | WRLM | IND | Canton |
| | | | WUAB | MNTV | Cleveland |
| | | | WUAB DT2 | This TV | Cleveland |
| | | | WVIZ | PBS | Cleveland |
| | | | WVIZ DT2 | Ohio Channel | Cleveland |
| | | | WVIZ DT3 | PBS World | Cleveland |
| | | | WVIZ DT4 | Create | Cleveland |
| | | | WVPX | ION | Akron |

WaveDivision Holdings LLC

BASIC CABLE INFORMATION

| Cable System | Total Basic Signals | Primary Broadcast Signals - does not include double counting HD and SD streams | Other Signals - includes multicast broadcast signals as well as local and satellite | Call Letters | Affiliation | City of License |
|-------------------|---------------------|--|---|---|---|--|
| Seattle WA | 29 | 13 | 16 | CBUT KCPQ KCTS KING KIRO KMYQ KOMO KONG KPST KSTW KUNS KVOS KWPX | Canadian FOX PBS NBC CBS MNTV ABC IND IND CS UNV IND ION | Vancouver Tacoma Seattle Seattle Seattle Seattle Seattle Everett Seattle Tacoma Bellevue Bellingham Bellevue |
| Portland OR | 25 | 13 | 12 | KATU KGW KNMT KOIN KOXO KPDx KPTV KPXG KRCW KUNP | ABC NBC TBN CBS TELEFUTURA MNTV FOX ION CW UNV | Portland Portland Portland Portland Newberg Vancouver Portland Portland Salem La Grande |
| San Francisco, CA | 32 | 20 | 12 | KBCW KCNS KCSM KDTV KFSF KGO KICU KKPX KMTP KTNC KNTV KOFY KPIX KQED KRON KSTS KTEH KTFK KTSF KTVU | CW IND PBS UNIVISION TELEFUTURA ABC IND ION IND TUVISION NBC IND CBS PBS MNTV TELEMUNDO PBS TELEFUTURA IND FOX | San Francisco San Francisco San Mateo Santa Rosa Vallejo San Francisco San Jose San Jose San Francisco San Francisco San Jose San Francisco San Francisco San Francisco San Jose San Jose Stockton San Francisco Oakland |
| Sacramento, CA | 31 | 11 | 20 | KCRA | NBC | Sacramento |

| | | | | | |
|--|--|--|------|-----------|------------|
| | | | KMAX | CW | Sacramento |
| | | | KOVR | CBS | Stockton |
| | | | KQCA | MNTV | Stockton |
| | | | KTXL | FOX | Sacramento |
| | | | KUVS | UNIVISION | Modesto |
| | | | KXTV | ABC | Sacramento |
| | | | KVIE | PBS | Sacramento |
| | | | KSPX | ION | Sacramento |
| | | | KCSO | TELEMUNDO | Sacramento |
| | | | KSTV | AZTECA | Sacramento |

MetroCast Communications

| CABLE OPERATOR | BASIC CABLE INFORMATION | | | Call Letters | Affiliation | City of License |
|----------------|-------------------------|--|---|--------------|-------------|-----------------|
| | Total Basic Signals | Primary Broadcast Signals - does not include double counting HD and SD streams | Other Signals - includes multicast broadcast signals as well as local and satellite | | | |
| Pennsylvania | | | | WBRE | NBC | Wilkes-Barre |
| | | | | WNEP | ABC | Wilkes-Barre |
| | | | | WNEP2 | RETRO TV | Wilkes-Barre |
| | | | | WOLF | FOX | Scranton |
| | | | | WPIX | CW | New York |
| | | | | WQMY | MNTV | Wilkes-Barre |
| | | | | WQPX | ION | Scranton |
| | | | | WSWB | CW | Scranton |
| | | | | WVIA | PBS | Scranton |
| | | | | WWOR | MNTV | New York |
| | | | | WYLN | IND | Hazleton |
| | | | | WYOU | CBS | Scranton |
| | | | | | | |
| Connecticut | | | | WCTX | MNTV | New Haven |
| | | | | WEDN | PBS | Norwich |
| | | | | WFSB | CBS | Hartford |
| | | | | WGBH | PBS | Boston |
| | | | | WGN | IND | Chicago |
| | | | | WHPX | ION | New London |
| | | | | WJAR | NBC | Providence |
| | | | | WLNE | ABC | Providence |
| | | | | WPRI | CBS | Providence |
| | | | | WRDM | TELEMUNDO | New Haven |
| | | | | WTIC | FOX | Hartford |
| | | | | WTNH | ABC | New Haven |
| | | | | WTVR | CW | Waterbury |
| | | | | WVIT | NBC | New Britain |
| | | | | | | |
| New Hampshire | | | | WBZ | CBS | Boston |
| | | | | WCSH | NBC | Portland |
| | | | | WCVB | ABC | Boston |
| | | | | WENH | PBS | Durham |
| | | | | WFXT | FOX | Boston |
| | | | | WGBH | PBS | Boston |
| | | | | WGME | CBS | Portland |
| | | | | WHDH | NBC | Boston |
| | | | | WLVI | CW | Boston |
| | | | | WMFP | IND | Lawrence, MA |
| | | | | WMTW | ABC | Portland |
| | | | | WMUR | ABC | Manchester |
| | | | | WNEU | TELEMUNDO | Merrimack, NH |
| | | | | WPXG | ION | Concord, NH |
| | | | | WSBK | | Boston |
| | | | | WZMY | MNTV | Boston |
| | | | | | | |
| Maine | | | | WBZ | CBS | Boston |
| | | | | WCBB | PBS | Lewiston, ME |
| | | | | WCSH | NBC | Portland |

| | | | |
|-----------------------------------|---------|---------------|--------------|
| | WCVB | ABC | Boston |
| | WENH | PBS | Durham |
| | WGBH | PBS | Boston |
| | WGME | CBS | Portland |
| | WHDH | NBC | Boston |
| | WMTW | ABC | Portland |
| | WPFO | FOX | Portland |
| | WPXT | CW | Portland |
| Maryland | WBAL | NBC | Baltimore |
| | WDCA | MNTV | WDC |
| | WDCW | CW | WDC |
| | WETA | PBS | WDC |
| | WJLA | ABC | WDC |
| | WJZ | CBS | Baltimore |
| | WMAR | ABC | Baltimore |
| | WMPT | PBS | Annapolis |
| | WPXW | ION | Manassas, VA |
| | WRC | NBC | WDC |
| | WTTG | FOX | WDC |
| | WUSA | CBS | WDC |
| | WUSA | 9 RADAR | WDC |
| Virginia | | | |
| King George/Colonial Beach | WCVB | PBS | Richmond |
| | WDCA | MNTV | WDC |
| | WDCW | CW | WDC |
| | WETA | PBS | WDC |
| | WJLA | ABC | WDC |
| | WNVC | PBS | WDC |
| | WNVT | PBS | WDC |
| | WPXW | ION | WDC |
| | WRC | NBC | WDC |
| | WRLH | THE COOL TV | Richmond |
| | WTTG | FOX | WDC |
| | WTVR | CBS | Richmond |
| | WUSA | CBS | WDC |
| | WUSA | WEATHER RADAR | WDC |
| | WWBT | NBC | Richmond |
| Tappahannock/Warsaw/Bowling Green | WCVB | PBS | Richmond |
| | WCVW | PBS | Richmond |
| | WRIC | TV8 | Richmond |
| | WRLH | FOX | Richmond |
| | WRLH | THE COOL TV | Richmond |
| | WTVR | CBS | Richmond |
| | WUPV | CW | Richmond |
| | WWBT | NBC | Richmond |
| | WWBT | WEATHER PLUS | Richmond |
| Saluda | WAVY | NBC | Portsmouth |
| | WCVB | PBS | Richmond |
| | WHRO | PBS | Norfolk |
| | WHRO-DT | PBS | Norfolk |
| | WRIC | ABC | Norfolk |
| | WRLH | FOX | Richmond |
| | WTKR | CBS | Norfolk |
| | WTVR | CBS | Richmond |
| | WUPV | CW | Ashland |
| | WVEC | ABC | Norfolk |
| | WWBT | NBC | Richmond |

| | | | | |
|----------------|--|-----------|--------------|-----------------------|
| South Carolina | | WBTW 13.2 | MNTV | Florence |
| | | WBTW | CBS | Myrtle Beach/Florence |
| | | WFXB | FOX | Myrtle Beach |
| | | WJPM | PBS | Florence |
| | | WMBF | NBC | Myrtle Beach/Florence |
| | | WMBF | NEWSXTRA | Myrtle Beach/Florence |
| | | WMBF | THIS TV | Myrtle Beach/Florence |
| | | WPDE | ABC | Myrtle Beach/Florence |
| | | WWMB | CW | Myrtle Beach |
| Oxford, MS | | W07BN | TV7 | Bruce |
| | | WBUY | TBN | Holly Springs |
| | | WCBI | CBS | Columbus |
| | | WHBQ | FOX | Memphis |
| | | WKNO | PBS | Memphis |
| | | WLMT | CW | Memphis |
| | | WLOV | FOX | Tupelo |
| | | WLOV-DT | THIS TV | Tupelo |
| | | WMAV | PBS | Oxford |
| | | WMC | NBC | Memphis |
| | | WMC-DT | THIS TV | Memphis |
| | | WMC-DT2 | WEATHER SCAN | Memphis |
| | | WPTY | ABC | Memphis |
| | | WPXX | ION | Memphis |
| | | WREG | CBS | Memphis |
| | | WTVA | NBC | Tupelo |
| | | WTVA-DT | FAMILY NET | Tupelo |
| | | WTWV | FOX | Memphis |
| Starkville, MS | | WCBI | CBS | Columbus |
| | | WCBI-DT | CW | Columbus |
| | | WCBI-DT | CW | Columbus |
| | | WCBI-DT | MNTV | Columbus |
| | | WCBI-DT | MNTV | Columbus |
| | | WKDH | ABC | Tupelo |
| | | WLOV | FOX | Tupelo |
| | | WLOV-DT | THIS TV | Tupelo |
| | | WMAB | PBS | Jackson |
| | | W05BV | | Starkville |
| | | WTVA | NBC | Tupelo |
| | | WTVA-DT | FAMILY NET | Tupelo |

NPG Cable, Inc.

| BASIC CABLE INFORMATION | | | | | | |
|-------------------------|---------------------|--|---|--------------|-------------|-----------------|
| Cable System | Total Basic Signals | Primary Broadcast Signals - does not include double counting HD and SD streams | Other Signals - includes multicast broadcast signals as well as local and satellite | Call Letters | Affiliation | City of License |
| St. Joseph, MO | | | | WDAF | FOX | Kansas City, MO |
| | | | | KCTV | CBS | Kansas City, MO |
| | | | | KSHB | NBC | Kansas City, MO |
| | | | | KMBC | ABC | Kansas City, MO |
| | | | | KQ2 | ABC | St. Joseph, MO |
| | | | | KCPT | PBS | Kansas City, MO |
| | | | | KTAJ | TBN | St. Joseph, MO |
| | | | | KTWU | PBS | Topeka, KS |
| Blythe | | | | KECY | FOX | Yuma |
| | | | | KPHO | CBS | Phoenix |
| | | | | KTLA | CW | Los Angeles |
| | | | | KAET | PBS | Phoenix |
| | | | | KCAL | IND | Los Angeles |
| | | | | KSAZ | FOX | Phoenix |
| | | | | KYMA | NBC | Yuma |
| | | | | KPNX | NBC | Phoenix |
| | | | | KSWT | CBS | Yuma |
| | | | | KTTV | FOX | Los Angeles |
| | | | | KAJB | TELEMUNDO | Calipatria |
| | | | | KTUW | UNIVISION | Phoenix |
| | | | | KUTP | MNTV | Phoenix |
| | | | | KASW | CW | Phoenix |
| Bullhead | | | | KTVK | IND | Phoenix |
| | | | | KPHO | CBS | Phoenix |
| | | | | KAET | PBS | Phoenix |
| | | | | KSAZ | FOX | Phoenix |
| | | | | KPNX | NBC | Phoenix |
| | | | | KNXV | ABC | Phoenix |
| | | | | KMOH | IND | Kingman |
| | | | | KASW | CW | Phoenix |
| | | | | KTAZ | TELEMUNDO | Phoenix |
| | | | | KUTP | MNTV | Phoenix |
| | | | | KAZT | IND | Prescott |
| | | | | KTVW | UNIVISION | Phoenix |
| Flagstaff, AZ | | | | KNAZ | NBC | Flagstaff |
| | | | | KTVK | IND | Phoenix |
| | | | | KPHO | CBS | Phoenix |
| | | | | KUTP | MNTV | Phoenix |
| | | | | KAET | PBS | Phoenix |
| | | | | KNXV | ABC | Phoenix |
| | | | | KPNX | NBC | Phoenix |
| | | | | KFPH | TELEMUNDO | Flagstaff |
| | | | | KAZT | IND | Prescott |
| | | | | KTVW | UNIVISION | Phoenix |
| | | | | KTAZ | TELEMUNDO | Phoenix |

| | | | |
|---------------|------|------------|------------------|
| | KASW | CW | Phoenix |
| Lake Havasu | KTVK | IND | Phoenix |
| | KPHO | CBS | Phoenix |
| | KASW | CW | Phoenix |
| | KAET | PBS | Phoenix |
| | KUTP | MNTV | Phoenix |
| | KSAZ | FOX | Phoenix |
| | KPNX | NBC | Phoenix |
| | KNXV | ABC | Phoenix |
| | KAZT | IND | Prescott |
| | KTAZ | NBC | Phoenix |
| | KLHU | IND | Lake Havasu City |
| | KMOH | IND | Kingman |
| | KKAX | IND | Kingman |
| Mammoth Lakes | KRXI | FOX | Reno |
| | KRNV | NBC | Reno |
| | KAME | FOX | Reno |
| | KREN | CW | Reno |
| | KOLO | ABC | Reno |
| | KNPB | PBS | Reno |
| | KTVN | CBS | Reno |
| | KRSW | IND | Bishop, CA |
| | KTLA | CW | Los Angeles |
| Parker | KTVK | IND | Phoenix |
| | KPHO | CBS | Phoenix |
| | KASW | CW | Phoenix |
| | KAET | PBS | Phoenix |
| | KUTP | MNTV | Phoenix |
| | KSAZ | FOX | Phoenix |
| | KYMA | NBC | Yuma |
| | KPNX | NBC | Phoenix |
| | KNXV | ABC | Phoenix |
| | KTVW | UNIVISION | Phoenix |
| Payson | KTVK | IND | Phoenix |
| | KPHO | CBS | Phoenix |
| | KUTP | MNTV | Phoenix |
| | KAET | PBS | Phoenix |
| | KNXV | ABC | Phoenix |
| | KSAZ | FOX | Phoenix |
| | KPNX | NBC | Phoenix |
| | KTVW | UNIVISION | Phoenix |
| | KASW | CW | Phoenix |
| Sedona | KNAZ | NBC | Phoenix |
| | KTVK | IND | Phoenix |
| | KPHO | CBS | Phoenix |
| | KUTP | MNTV | Phoenix |
| | KAZT | IND | Prescott |
| | KAET | PBS | Phoenix |
| | KSAZ | FOX | Phoenix |
| | KPNX | NBC | Phoenix |
| | KFPH | TELEFUTURA | Flagstaff |
| | KNXV | ABC | Phoenix |
| | KTVW | UNIVISION | Phoenix |
| | KASW | CW | Phoenix |
| | KTAZ | TELEMUNDO | Phoenix |

| | | | | |
|-----------------------|--|------|------------|-----------|
| Camp Verde/Munds Park | | KNAZ | NBC | Phoenix |
| | | KTVK | IND | Phoenix |
| | | KPHO | CBS | Phoenix |
| | | KUTP | MNTV | Phoenix |
| | | KAZT | IND | Prescott |
| | | KAET | PBS | Phoenix |
| | | KSAZ | FOX | Phoenix |
| | | KPNX | NBC | Phoenix |
| | | KFPH | TELEFUTURA | Flagstaff |
| | | KNXV | ABC | Phoenix |
| | | KASW | CW | Phoenix |
| | | KTAZ | TELEMUNDO | Phoenix |
| Kingman, AZ | | KTVK | IND | Phoenix |
| | | KPHO | CBS | Phoenix |
| | | KASW | CW | Phoenix |
| | | KUTP | MNTV | Phoenix |
| | | KAET | PBS | Phoenix |
| | | KSAZ | FOX | Phoenix |
| | | KNXV | ABC | Phoenix |
| | | KTVW | UNIVISION | Phoenix |
| | | KAZT | IND | Prescott |
| | | KMOH | IND | Kingman |

Comporium Group

| BASIC CABLE INFORMATION | | | | | | |
|-------------------------|---------------------------|---|---|--------------|-------------|-----------------|
| Cable System | Total Basic Signals | Primary Broadcast Signals - does not include double counting HD and SD streams | Other Signals - includes multicast broadcast signals as well as local and satellite | Call Letters | Affiliation | City of License |
| | | | | | | |
| South Carolina | 19 | 10 | 9 | WSOC | ABC | Shelby |
| | | | | WAXN | IND | Kannapolis |
| | | | | WCCB | FOX | Marion |
| | | | | WCNC | NBC | Charlotte |
| | | | | WJZY | CW | Belmont |
| | | | | WMYT | MNTV | Rock Hill |
| | | | | WBTW | CBS | Charlotte |
| | | | | WNSC | PBS | Rock Hill |
| | | | | WTVI | PBS | Charlotte |
| | | | | UNC | PBS | Charlotte |